

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant Jones Day	2. Registration No. 3427
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3. Name of Foreign Principal Embassy of the People's Republic of China

Check Appropriate Boxes:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

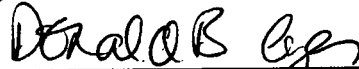
Registrant will render legal services to the foreign principal in monitoring and reporting on Congressional developments and activities, which may be of interest to the foreign principal. Registrant may contact Congressional staff for the purpose of collecting information in regard to these matters.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See response to question 7 above.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☐ No ☒

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Date of Exhibit B 12/14/06	Name and Title Donald B. Ayer Partner	Signature 
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Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political interests, policies, or relations of a government of a foreign country or a foreign political party.

JONES DAY

51 LOUISIANA AVENUE, N.W. • WASHINGTON, D.C. 20001-2113
TELEPHONE: 202-879-3939 • FACSIMILE: 202-626-1700

November 30, 2006

Embassy of The People's Republic of China
2300 Connecticut Avenue, NW
Washington DC 20008

Attention: Mr. Zhang Ping
Counsellor

Dear Sirs:

As you have requested, we are sending this letter to confirm the arrangements between the Embassy and Jones Day regarding services provided to the Embassy's Congressional Liaison Office by Jones Day.

The services to be provided will consist of monitoring and reporting on Congressional developments and activities relating to The People's Republic of China and to United States-China relations. In accordance with our relationship during the past 20 years, the services will continue to be provided primarily by Robert M. Brown, and I will continue to have general supervisory responsibility for this relationship.

In accordance with our recent discussions regarding the retainer fee paid by the Embassy to our firm for our services and expenses, the retainer fee will be \$45,000 per quarter, effective for the fourth quarter of 2006.

We wish to bring to the Embassy's attention that Jones Day represents and in the future will represent clients that may request our services in connection with investments or transactions or other activities in China subject to laws and regulations of the government of The People's Republic of China or in connection with transactions or disputes with, or investigations or proceedings carried on by, the government or its ministries, agencies or other components. In this connection, we wish to confirm our understanding that Jones Day may represent any client in any matter, including transactions, investigations, litigation or other dispute resolution proceeding, involving interests of that client adverse to the interests of the Embassy or the government, so long as neither Mr. Brown nor I is involved in that matter in any way.

As you know, under United States law, Jones Day is required to register this representation under the Foreign Agents Registration Act.

This agreement will continue in effect until terminated by either party by giving thirty days' notice to the other party or until amended by mutual agreement of the Embassy and Jones Day.

Embassy of The People's Republic of China
November 30, 2006
Page 2

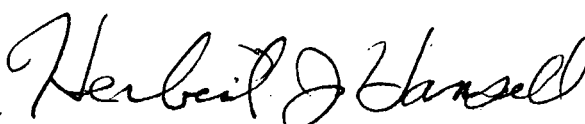
JONES DAY

On behalf of Jones Day, I wish to express our appreciation of our long-standing friendship with the Embassy and our pleasure to have the opportunity to continue to be of service to you. Mr. Brown and I have welcomed the privilege of working with our Embassy friends in the past and look forward to continuing to do so in the future.

If this letter is satisfactory, please sign and date the enclosed copy of this letter and return that copy to Jones Day. The original copy is for the Embassy's records.

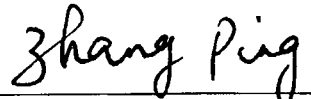
Very truly yours,

JONES DAY

By 
Herbert J. Hansell

Confirmed:

The Embassy of the People's
Republic of China

By 

Date Dec. 5, 2006